

1-052A008



**NORTHBROOK CORPORATION**  
Rail Division

17232

FEB 21 1991 -3 45 PM

INTERSTATE COMMERCE COMMISSION

19 February 1991

FEB 21 3 40 PM '91  
MOTOR OPERATING UNIT

Ms. Rita McGee  
Interstate Commerce Commission  
12th and Constitution Ave, NW  
Washington, DC 20423

Dear Ms. McGee:

Please find enclosed for recordation two (2) originals of the Memorandum of Purchase dated as of January 16, 1991 by and between The Atchison, Topeka and Santa Fe Railway Company and Upper Merion and Plymouth Leasing Co. and a check in the amount of \$15.00 to cover the recordation fee.

The originals of the documents after recordation should be returned to Ms. Tracy Boyce, Contract Coordinator, Rail Division, Northbrook Corporation, 900 N. Michigan Ave., Suite 2860, Chicago, IL 60611.

Sincerely,

*Tracy Boyce*

Tracy A. Boyce  
Contract Coordinator  
Rail Division

enclosures

3/1/91

**Interstate Commerce Commission**  
Washington, D.C. 20423

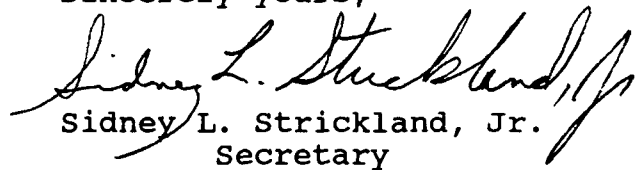
OFFICE OF THE SECRETARY

Tracy A. Boyce  
NorthBrook Corporation  
900 North Michigan Avenue  
Suite 2860  
Chicago, Illinois 60611

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/21/91 at 3:45pm, and assigned recordation number(s). 17232

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDED NO. 17232  
FEB 21 1991 - 8 45 PM  
INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF**

**PURCHASE AGREEMENT**

**Dated as of January 16, 1991**

**Between**

**THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY ("SELLER")**

**and**

**UPPER MERION AND PLYMOUTH LEASING CO. ("OWNER")**

F:CONatsf

Memorandum of Purchase Agreement, made and entered into as of January 11, 1991, by and between The Atchison, Topeka and Santa Fe Railway Company ("Seller") and Upper Merion and Plymouth Leasing Co. ("Owner").

WITNESSETH:

The term and certain other provisions as stated in the Bill of Sale are mutually agreed to by parties hereto.

In Witness Whereof, the parties hereto have caused this instrument to be signed and sealed as of the 16th day of January, 1991.

THE ATCHISON, TOPEKA AND  
SANTA FE RAILWAY COMPANY ("SELLER")

BY: B. H. Babish  
TITLE: Asst. Vice Pres.

UPPER MERION AND PLYMOUTH  
LEASING CO. ("Owner")

BY: Gerald T. Kilegner  
TITLE: Vice President

F:CONatsf

Schedule 4(b)

Ten (10) used 1966, 100 ton, 5,250 cubic foot covered hopper cars, built by  
ACF Industries, Inc.:

WSOX 400058 ✓  
400065 ✓  
400075  
400048 ✓  
400053 ✓

WSOX 400062 ✓  
400070 ✓  
400047 ✓  
400049 ✓  
400055 ✓